



PATENT
DOCKET NO: 32428.00.0009

SUBSTITUTE DECLARATION AND POWER OF ATTORNEY

We, Stephen D. Allen, residing and having a post office address of 1010 North Cobblestone Way, Eagle, Idaho 83616-4170 and Michael R. Rusnack, residing and having a post office address of 9833 West Lanktree Gulch Road, Star, Idaho 83669, declare that we are citizens of the United States of America. We believe that we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled:

**PROCESS FOR EXTRACTING CAROTENOIDS FROM FRUIT
AND VEGETABLE PROCESSING WASTE**

the specification of which was filed in the United States Patent and Trademark Office on November 12, 2003 under Serial No. 10/706,498.

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendments referred to above.

We acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

We hereby claim foreign priority benefits under Title 35, United States Code, Section 119(a)-(d) and (f) of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed: NONE

We hereby claim the benefit under Title 35, United States Code, Section 119(e) or 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, we acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application: U.S. Provisional Application Serial No. 60/425,426, filed November 12, 2002.

The undersigned hereby appoint Angelo J. Bufalino, Reg. No. 29,622, James T. FitzGibbon, Reg. No. 20,592, Richard A. Zachar, Reg. No. 25,560, Robert S. Beiser, Reg. No. 28,687, Ludwig E. Kolman, Reg. No. 32,473, Mark A. DallaValle, Reg.

No. 34,147, Christopher J. Reckamp, Reg. No. 34,414, Michael J. Turgeon, Reg. No. 39,404, Patrick B. Law, Reg. No. 41,549 and Themí Anagnos, Reg. No. 47,388, its attorneys, with full power of substitution and revocation, to prosecute this application, to make alterations and amendments therein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Letters Patent. Please address all correspondence to:

Angelo J. Bufalino, Esq.
VEDDER PRICE KAUFMAN & KAMMHOLZ, P.C.
222 N. LaSalle Street
Chicago, Illinois 60601

The undersigned declare further that all statements made herein of their own knowledge are true and that all statements made herein of their information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Stephen D. Allen
STEPHEN D. ALLEN

Dated: 10/28/04

STATE OF Idaho)
) SS
COUNTY OF Canyon)

I, the undersigned, a Notary Public in and for the county and state aforesaid, do hereby certify that STEPHEN D. ALLEN, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 28 day of October, 2004.

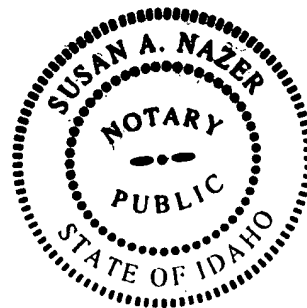
My Commission Expires:

Susan A. Nazer
Notary Public

04/01/2010

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Dated:

10/28/04


MICHAEL R. RUSNACK


STATE OF Idaho)
COUNTY OF Canyon) SS

I, the undersigned, a Notary Public in and for the county and state aforesaid, do hereby certify that MICHAEL R. RUSNACK, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 28 day of October, 2004.

My Commission Expires:

4/01/2010


Notary Public

[END OF DECLARATION AND POWER OF ATTORNEY]

